

No. of Company

984439

Form No. 41

(No registration
fee payable)

8473/3

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ALLIED COLLECTION AGENCIES (U.K.) Limited*

I, SIMON HARCOURT WILLIAMS,
of 35 Basinghall Street, London, E.C.2

Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor of the Supreme Court engaged in the formation
of Allied Collection Agencies (U.K.) Limited

Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 34 Coleman Street
London E.C.2

the 26th day of June
one thousand nine hundred and seventy
before me.

S. Harcourt Williams

A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

SLAUGHTER AND MAY,
35, BASINGHALL STREET,
LONDON, E.C.2.

Presentor's reference:

SHW

No. of Company 984439/2

ced 10/-

ALLIED COLLECTION AGENCIES (U.K.)

LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Companies Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings every £100 or fraction of £100—Section 41, Finance Act, 1933.)



This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

The NOMINAL CAPITAL of the above-named Company is £ 100

Signature Slaughter and May.

Description Solicitors engaged in the formation of the Company.

Date 25 June 1970.

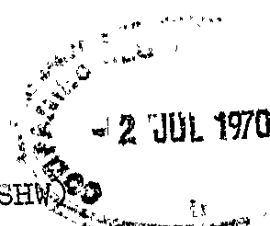
Presented for registration by

Slaughter and May (CHS/SHW)

35 Easinghall Street,

London, E.C.2.

Stamps
CS 303



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

984439/3

MEMORANDUM OF ASSOCIATION
of



ALLIED COLLECTION AGENCIES (U.K.) LIMITED

The name of the Company is "ALLIED COLLECTION AGENCIES (U.K.) LIMITED.

The registered office of the Company will be situate in England.

The objects for which the Company is established are:-

- (1) To establish, maintain and conduct the business of collection of accounts, notes, drafts, or other evidences of indebtedness; and to carry on the business of a general financial and commercial reporting, adjusting, auditing and accounting agency; and in the course of such business and otherwise to act as agent for persons, firms and corporations.
- (2) To enquire into and investigate and collect information concerning the financial standing, reputation, responsibility and business and commercial condition of individuals, firms and corporations, and to furnish such information to clients and patrons for mercantile, financial and business purposes.
- (3) To purchase, solicit, acquire, assign, settle or otherwise dispose of unpaid or disputed claims, accounts, judgments and book debts.
- (4) To prepare, own, use, publish and distribute circulars, books, pamphlets, newspapers, directions, catalogues, ratings, digests, statistics, lists and any other written or printed matter in use concerning the commercial and financial standing of business men, firms, associations or corporations and of interest or use for the information of merchants, traders, bankers and professional and other businessmen.

2 JUL 1970

- (5) To acquire any lands, buildings, leases, underleases, rights or privileges, or any stock, shares, debentures, debenture stock, bonds, obligations or securities of any government, state or authority, or of any public or private company corporate or unincorporate, and to hold and from time to time vary the same, but so that such investments and properties as aforesaid and any investments and properties acquired in substitution therefor shall be acquired for the purpose of investments only, and so that the carrying on by the Company of any trade or business of dealing therein or in any investments or properties whatsoever shall not be deemed to be hereby authorised. (12) (13)
- (6) To carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of, any company which is a subsidiary of the Company and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (7) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property. (14)
- (8) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, trade-marks, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to undertake research work and expend money in experimenting upon and testing and in improving or seeking to improve any products, processes, patents, inventions or rights which the Company or any other company in which the Company is interested may acquire or propose to acquire. (15)
- (9) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind including shares and other interests in any company. (16)
- (10) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligations or securities of any kind or description, including those of the Company's holding company, if any. (17)
- (11) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members. (18)

- 12) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- 13) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description and to guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by trust deed or by other assurance or by any of such methods and whether severally or jointly with any other person firm or company the performance of the obligations of and the payment of the capital or principal of and dividends or interest and premiums on any securities undertaken or issued by any person, firm or company including (but without prejudice to the generality of the foregoing) a company which is for the time being the Company's holding company (within the meaning of Section 154 of the Companies Act 1948) or another subsidiary (within the meaning of the said section) of the Company's holding company or otherwise associated with the Company in business.
- 14) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up of any other company.
- 15) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- 16) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- 17) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- 18) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object.

- (19) To invest any moneys of the Co. any not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company) and in such manner as may from time to time be determined and to hold, sell or otherwise deal with such investments.
- (20) To draw, make, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (21) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (22) To enter into any arrangements with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (23) To grant pensions or gratuities to any officers (including any person who is or has been a Director of the Company) or employees or ex-officers or ex-employees of the Company, or its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (24) To act as secretaries, managers, registrars or transfer agents for any other company.
- (25) To distribute any of the property of the Company among its Members in specie or kind.
- (26) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the object of a separate, distinct and independent company.

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4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of
Shares taken
by each Subscriber

R. I. ANDREWS

R. I. Andrews

One

35, Basinghall Street

London, E.C.2,

Solicitor

S. HANCOCK WILLIAMS

S. Hancock Williams

One

35 Basinghall Street

London E.C.2.

Solicitor

SIGNED the

25th

day of

June

1970.

WITNESS to the above Signatures:-

J. P. Pade

35 Basinghall Street,

London, E.C.2.

Solicitor.

984439 / 4

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

of

ALLIED COLLECTION AGENCIES (U.K.) LIMITED

PRELIMINARY

1. The Company is a private company and subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I thereof.

BUSINESS

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may consider expedient and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may consider it expedient not to commence or proceed with the same.

SHARE CAPITAL

3. The authorised share capital of the Company is £100 divided into 100 Ordinary Shares of £1. each.

4. The unissued shares of the Company shall be at the disposal of the Directors who may allot, grant options or otherwise dispose of them to such persons, at such times and for such a consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

TRANSFER OF SHARES

5. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof, and Regulation 22 of Table A shall not apply.

6. The Directors may decline to register the transfer of a share on which the Company has a lien and no transfer shall in any event be registered by the Directors if by such registration the maximum number of members fixed by Regulation 2 (b) of Part II of Table A would be exceeded.

GENERAL MEETINGS

7. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number. Regulation 75 of Table A shall not apply.

9. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary percentage of profits or otherwise as the Directors may determine which shall be charged as part of the Company's ordinary working expenses.

10. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regards the power to appoint an alternate and remuneration) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate.

11. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulations 84 of Table A shall not apply.

12. Regulations 89 to 97 inclusive of Table A shall not apply to the Company and the Directors shall not be required to retire by rotation.

13. The Directors may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director appointed under this Article shall hold office until he is removed under Article 14 or his office is vacated under Regulation 88 of Table A.

14. The holders for the time being of a majority in number of the Ordinary Shares of the Company may at any time by notice in writing signed by them or someone duly authorised by them and left at the registered office of the Company appoint any person to be a Director of the Company and by like notice remove any Director from office notwithstanding anything in these presents or in any agreement between the Director and the Company. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract or service between him and the Company.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

16. The Directors may establish such agencies or local boards as they may think convenient for the purpose of managing any of the affairs of the Company abroad. The Directors may delegate any of their powers to and make such provisions and regulations for the conduct of the Company's affairs by such agencies or local boards as they may from time to time think fit.

17. The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may, and the secretary on the requisition of a director, shall at any time summon a meeting of the directors. Regulation 98 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

18. The Directors may delegate any of their powers to any committee consisting of one or more persons whether a Director or Directors or not, upon such terms and subject to such restrictions and conditions as they may think fit and may at any time revoke or vary such delegation. Regulation 102 of Table A shall not apply.

19. A Resolution in writing signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.

CAPITALISATION OF PROFITS

20. (1) The Company in general meeting may upon the recommendation of the Directors at any time and from time to time pass a resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund which is available for distribution or to the credit of any share premium account or any capital redemption

reserve fund and accordingly that such amount be set free for distribution among the Members holding Ordinary Shares in the capital of the company pro rata according to their holdings on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full of unissued shares, debentures or other obligations of the Company to be allotted and distributed credited as fully paid among such Members or partly in one way and partly in the other, and the Directors shall give effect to such resolution. Provided that, for the purposes of this Article a share premium account and a capital redemption reserve fund may only be applied in the paying up of unissued shares to be issued to such Members credited as fully paid.

(2) Where any difficulty arises in regard to any distribution under the foregoing provisions of this Article the Directors may settle the same as they think expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that such cash payments shall be made to any Member in order to adjust the rights of all parties, as may seem expedient to the Directors. The Directors may appoint any person to sign on behalf of the persons entitled to participate in the distribution of any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the Members.

(3) Regulations 128 and 129 of Table A shall not apply.

EXECUTIVE DIRECTORS

21. The Directors may from time to time appoint one or more of their body to an executive office, (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement as aforesaid, the appointment of any Director to an executive office under this Article shall be determined ipso facto if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply.

22. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply.

PENSIONS AND ALLOWANCES

23. The Directors may grant pensions, annuities or other allowances on death, disability or retirement to any Director, former Director or other officer or to any servant or former servant of the Company or of any subsidiary of the Company and to their widows and

dependants and may establish, support, alter, maintain and continue any scheme for providing such benefits and for such purposes any Director of the Company may accordingly be, become or remain a member of or rejoin any such scheme and receive and retain for his own benefit all benefits to which he may be or become entitled thereunder. The Directors may pay out of the funds of the Company any premiums contributions or sums payable by the Company under the provisions of any such schemes in respect of any of the persons or class of persons above referred to who are or may be or become members thereof. Regulation 87 of Table A shall not apply.

ASSOCIATE DIRECTORS

24. The Directors may from time to time appoint any person or persons (not being a Director or Directors) to an office carrying the title Associate, Special, Technical, Assistant, or Local Director, any person so appointed being in this Article referred to as an "Associate Director". An Associate Director shall hold office for such period and with such title and shall perform such duties and be entitled to such remuneration and to exercise such rights and powers only as may be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Directors. An Associate Director shall not by reason of his holding that office be a Director of the Company and references in these presents to Directors or Members of the Board shall not include an Associate Director. An Associate Director shall not be entitled to receive notice of or to attend or vote at meetings of the Directors unless invited so to do by the Directors.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

R. I. Andrews

35, Basinghall Street

London, E.C.2,

Solicitor.

S. Hancorn Williams

35 Basinghall Street

London E.C.2

Solicitor

DATED the 25th day of June 1970.

WITNESS to the above signatures :-

APH

35 Basinghall Street,

London, E.C.2.

Solicitor



CERTIFICATE OF INCORPORATION

No. 984499

I hereby certify that

ALLIED COLLECTION AGENCIES (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **13TH JULY, 1970.**

A handwritten signature in dark ink, appearing to read 'F. L. Knight'.

(F. L. KNIGHT)

Assistant Registrar of Companies